

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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COTY INC.,

Plaintiff,

07 CV 6206 (KMW)

- against -

L'ORÉAL S.A.,

Oral Argument Requested

Defendant.

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**DECLARATION OF CHARLES H. CRITCHLOW
IN SUPPORT OF MOTION TO DISMISS**

CHARLES H. CRITCHLOW hereby declares under penalty of perjury:

1. I am a principal of the law firm of Baker & McKenzie LLP, attorneys for defendant L'Oréal S.A. ("L'Oréal") in the above-captioned action.
2. I respectfully submit this declaration in support of L'Oréal's motion to dismiss the Complaint pursuant to Rule 12(b)(6) or, in the alternative, Rule 12(b)(2) of the Federal Rules of Civil Procedure.
3. Annexed hereto as Exhibit 1 is a true and correct copy of Plaintiff's Complaint dated July 3, 2007, which in turn appends the following Exhibits:

Exhibit A: Master Assignment and Transfer Agreement between Coty Inc. and L'Oréal S.A. dated as of January 23, 2004.

Exhibit B: Order of this Court dated March 27, 2006, in S.D.N.Y. No. 05-CV-3845 (KMW).

Exhibit C: Order of this Court dated April 6, 2007, in S.D.N.Y. No. 06-CV-5698 (KMW).

4. Annexed hereto as Exhibit 2 is a copy of the July 2006 Arbitral Award of KPMG LLP, referenced in and confirmed by April 6, 2007 Order of this Court. (For ease of reference this decision is also appended to a Memorandum of Law being submitted with the instant motion).

WHEREFORE, defendant L'Oréal S.A. respectfully requests that this Court enter an Order dismissing the Complaint, and granting to Defendant such other and further relief as this Court deems just and proper.

I HEREBY DECLARE PURSUANT TO 28 U.S.C. § 1746, UNDER THE LAWS OF THE UNITED STATES OF AMERICA AND THE STATE OF NEW YORK AND UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT.

Dated: New York, New York
August 30, 2007

A handwritten signature in dark ink, appearing to read "Charles H. Critchlow", written over a horizontal line.

Charles H. Critchlow